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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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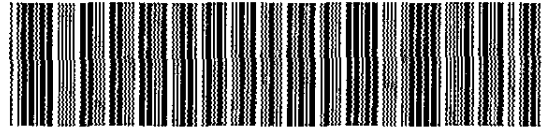
(Business Entity Name)

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DIVISION OF CORPORATIONS
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**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

PICK UP 2-24-04 Kelly

☒ **CERTIFIED COPY**

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☒ **FILING** Arts

1.) AG Dev. Corp. of Miami, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

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SPECIAL INSTRUCTIONS

**ARTICLES OF INCORPORATION
OF
AG DEV. CORP. OF MIAMI, INC.**

ARTICLE I - NAME AND BUSINESS ADDRESS

The name of this Corporation is **AG Dev. Corp. of Miami, Inc., a Florida corporation**. Its principal office address and business mailing address is 1320 South Dixie Highway, Suite 781, Coral Gables, Florida 33146.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose for which the Corporation is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Corporation shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of common stock, having a par value of \$1 per share.

**ARTICLE V - INITIAL
REGISTERED OFFICE AND AGENT**

The name of the initial registered agent in Florida for the Company is Neil S. Rollnick who upon accepting this designation agrees to comply with the provisions of Chapters 48 and 607, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process. The address of the initial registered agent is 2601 South Bayshore Drive, Suite 1600, Miami, Florida 33133.

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one member. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than seven. The name and address of the sole director constituting the initial Board of Directors is:

Name

Allen R. Greenwald

Address

1320 South Dixie Highway
Suite 781
Coral Gables, Florida 33146

ARTICLE VII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

Name

Neil S. Rollnick, Esq.

Address

Adorno & Yoss, P.A.
2601 South Bayshore Drive
Suite 1600
Miami, Florida 33133

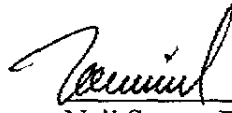


Neil S. Rollnick, Esq., Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for AG DEV. CORP. of Miami, Inc., a Florida corporation, at the place designated in the Articles of Incorporation, Neil S. Rollnick, Esq. agrees to act in this capacity and is familiar with, and accepts, the obligations of such position, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Dated: February 12, 2004



Neil Steven Rollnick, Esq.

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